

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/2001

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
VITA CRAFT CORPORATION		12/21/2001	CORPORATION: WASHINGTON

**RECEIVING PARTY DATA**

Name:	VITA CRAFT CORPORATION
Street Address:	11100 W. 58th St.
City:	Shawnee
State/Country:	KANSAS
Postal Code:	66203
Entity Type:	CORPORATION: KANSAS

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	0375040	VITA CRAFT PRODUCT
Registration Number:	0802936	WESTON HALL
Registration Number:	0894431	CALOR
Registration Number:	0941265	PENTA-PLY
Registration Number:	1031479	ULTRA-PLY
Registration Number:	1133154	QUINTA-PLY
Registration Number:	1528123	TAPMASTER
Registration Number:	1557838	TAPPY
Registration Number:	1759931	NICROMIUM
Registration Number:	1848608	NEOVA
Registration Number:	1861826	VITA CRAFT MADE IN U.S.A.
Registration Number:	2449136	GENESIS
Registration Number:	2729977	MAGIC SEAL

CH \$390.00 0375040

Registration Number:	2956704	VITA CRAFT
Registration Number:	2967835	MAGIC-COAT

**CORRESPONDENCE DATA**

Fax Number: (816)474-9057  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 816-474-9050  
Email: mm@hoveywilliams.com  
Correspondent Name: Robert D. Hovey  
Address Line 1: 2405 Grand Boulevard  
Address Line 2: Suite 400  
Address Line 4: Kansas City, MISSOURI 64108

NAME OF SUBMITTER:	Robert D. Hovey
Signature:	/Robert D. Hovey/
Date:	07/21/2005

**Total Attachments: 7**  
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NC 700-103-9  
325-796-4(S)

CERTIFICATE OF MERGER  
(Kansas)

VITA CRAFT CORPORATION  
AND  
VITA CRAFT ACQUISITION, INC.  
(hereinafter Vita Craft Corporation)

1. The constituent corporations in this merger are Vita Craft Corporation, a Washington corporation ("VCC"), and Vita Craft Acquisition, Inc., a Kansas corporation ("VCA"). In this merger, VCC is merging into VCA, with VCA as the surviving corporation in the merger.
2. An Agreement and Plan of Merger has been approved, adopted, certified and executed by VCC and VCA.
3. At the effective time of the merger, VCA's name shall be changed to "Vita Craft Corporation."
4. The Articles of Incorporation and Bylaws of VCA shall be the articles of incorporation of the surviving corporation, with the only amendment to such articles and bylaws being the change of VCA's name to "Vita Craft Corporation."
5. The executed Agreement and Plan of Merger is on file at VCA's principal place of business at 11100 W. 58<sup>th</sup> St., Shawnee, KS 66203, and a copy thereof will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
6. The authorized capital stock of VCC is 200,000 shares of common stock with no par value.

This Certificate of Merger is executed by the surviving corporation as of December 21, 2001.

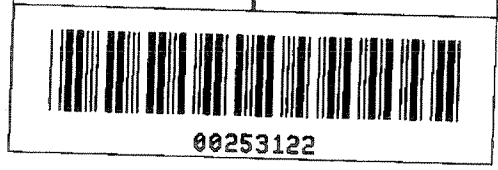
VITA CRAFT ACQUISITION, INC.

*W. Fred Zylstra*  
W. Fred Zylstra, President

Attest: *Earl J. Grothe*  
Earl J. Grothe, Secretary

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**Contact Information**  
 Kansas Secretary of State  
**Ron Thornburgh**  
 Memorial Hall, 1st Floor  
 120 S.W. 10th Avenue  
 Topeka, KS 66612-1594  
 (785) 296-4564  
 kssos@kssos.org  
 www.kssos.org

**KANSAS SECRETARY OF STATE**  
**Corporation Change of Registered Office or Agent**

**RO**  
**53-06**

All information must be completed or this document will not be accepted for filing.

1. Name of the corporation:  
Vita Craft Corporation

*Name must match the name on record with the secretary of state*

2. State of organization: Kansas

3. The registered office in the state of Kansas is changed to:  
*Address must be a street address. A post office box is unacceptable.*

7101 College Boulevard, Suite 200  
 Street address  
Overland Park Kansas 66210  
 City State Zip

4. The resident agent in Kansas is changed to:  
MRS Service Corp.  
 Individual or Kansas Corporation


I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

Executed on the 27th of April, 2004  
 Day Month Year

*[Signature]*  
 President or vice president Manoru Imura

Attest: *[Signature]*  
 Secretary or assistant secretary Yuko Imura

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SECRETARY OF STATE  
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**Instruction**  
 Submit this form in duplicate with the \$35 filing fee.  
 Notice: There is a \$25 service fee for all returned checks.

3257904

ARTICLES OF INCORPORATION  
OF  
VITA CRAFT ACQUISITION, INC.

The undersigned, a natural person, for the purpose of incorporating a corporation under the Kansas General Corporation Code, as amended and supplemented, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation (the "Corporation") is Vita Craft Acquisition, Inc.

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address, including street, number, city, and county, of the registered office of the Corporation in the State of Kansas is 9200 Indian Creek Parkway, Suite 450, Overland Park, County of Johnson, Kansas, 66210-2008. The name of the Corporation's resident agent at such address is M&H Agent Services, Inc.

ARTICLE III - NATURE OF BUSINESS

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Kansas General Corporation Code, including without limitation to manufacture, buy, sell, rent and generally deal in, at wholesale or retail or on a commission or royalty or otherwise, to export and import, and to use cookware and all other kitchen equipment and accessories, and to do all things incidental thereto or connected therewith, throughout and in any or all of the states, territories, colonies, possessions, dependencies and districts of the United States of America, and any and all foreign countries; to purchase, sell, lease, import, export, manufacture, store and generally deal in any and all machinery, equipment, apparatus, articles, goods, wares and merchandise suitable in connection with the foregoing.

In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE IV - CAPITAL STOCK

(a) The total number of shares of stock which the Corporation shall have authority to issue is Two Hundred Thousand (200,000) shares of common stock, with a par value of one cent (\$0.01) per share.

(b) No holder of any of the shares of stock of the Corporation of any class shall be entitled, as a matter of right, to subscribe for, purchase, or otherwise acquire any shares of

Kansas For Profit

TRADEMARK

REEL: 003125 FRAME: 0558

stock of the Corporation of any class which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of stock of the Corporation of any class or for the purchase of any bonds, notes, debentures, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of stock of the Corporation of any class; and any and all of such shares, bonds, notes, debentures, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been re-acquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors, to such persons and other entities, and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same, or any part thereof, to any said holder of stock.

#### ARTICLE V - INCORPORATOR

The name and the mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
W. Fred Zylstra	11100 W. 58 <sup>th</sup> St. Shawnee, Kansas 66203

#### ARTICLE VI - EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLE VII - COMPROMISE WITH CREDITORS

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6901, and amendments thereto, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6808, and amendments thereto, may order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three fourths ( $\frac{3}{4}$ ) in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE VIII

(a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall mean the total number of directors which the Corporation would have if there were no vacancies.

(b) Voting for directors by written ballot shall not be required unless requested in writing by any stockholder.

(c) At all elections of directors of the Corporation and for the purposes of all other matters upon which stockholders are entitled to vote, each stockholder shall be entitled to as many votes as shall equal the number of shares of stock held by that stockholder. No cumulative voting shall be permitted.

(d) The names and mailing addresses of the persons who are to serve as the first Board of Directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
W. Fred Zylstra	11100 W. 58 <sup>th</sup> St. Shawnee, KS 66203
Susan Anne Zylstra	11100 W. 58 <sup>th</sup> St. Shawnee, KS 66203
Earl J. Grothe	11100 W. 58 <sup>th</sup> St. Shawnee, KS 66203

ARTICLE IX - BYLAWS

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or ii) by a majority of the full Board of Directors. Any change so made by the stockholders may thereafter be further changed by a majority of the full Board of Directors; provided, however, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof by the stockholders if, at the time of enactment, the stockholders shall so expressly provide, and (B) shall not divest the stockholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

#### ARTICLE X - INDEMNIFICATION AND LIABILITY LIMITATION

(a) The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Kansas.

(b) The stockholders of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

(c) Without limiting the generality of the foregoing provisions of this Article X, to the fullest extent permitted or authorized by the laws of the State of Kansas, including, without limitation, the provisions of subsection (b)(8) of K.S.A. 17-6002 as now in effect and as it may from time to time hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or to its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the limitation of liability provided by the immediately preceding sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification. If the Kansas General Corporation Code is amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation automatically shall be eliminated or limited to the fullest extent permitted by the Kansas General Corporation Code, as so amended.

#### ARTICLE XI - STOCKHOLDERS OF RECORD

Except as may be otherwise provided by statute, the Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the Corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares, unless and until such person becomes the registered holder of such shares. The foregoing shall apply whether or not the Corporation shall have either actual or constructive notice of the claim by or the interest of such person.

#### ARTICLE XII - BOOKS AND RECORDS

The books and records of the Corporation may be kept (subject to any provision contained in the statutes of the State of Kansas) outside the State of Kansas at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.




ARTICLE XIII - AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, changed or repealed, and other provisions authorized or permitted by the Kansas General Corporation Code at the time in force may be added or inserted in the manner and at the time prescribed by the Kansas General Corporation Code, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

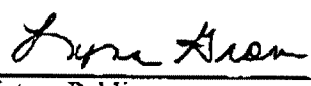
Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Kansas or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons, and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 12<sup>th</sup> day of December, 2001.

  
\_\_\_\_\_  
W. Fred Zylstra, Incorporator

STATE OF KANSAS                    )  
  ) ss.  
COUNTY OF JOHNSON            )

This instrument was acknowledged, signed and sworn to before me on Dec. 12, 2001 by W. Fred Zylstra.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
7/16/2002

**LYNN GROSS**  
Notary Public - State of Kansas  
My Appt. Expires 7/16/2002

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